Group Eleven Resources Corp.

Management Discussion and Analysis
For the Nine Months Ended September 30, 2020

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Group Eleven Resources Corp. ("Group Eleven" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended September 30, 2020. The MD&A was prepared as of November 27, 2020 and should be read in conjunction with the Company's condensed consolidated interim financial statements ("Financial Statements") and related notes for the three and nine months ended September 30, 2020 and 2019, the annual audited Consolidated Financial Statements for the years ended December 31, 2019 and 2018, which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), as well as the annual MD&As for the years ended December 31, 2019 and 2018. The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Throughout this MD&A, quarterly reporting periods will be abbreviated as follows: the three months ended September 30, 2020 and 2019 will be referred to as Q3 2020 and Q3 2019, respectively, and the three months ended December 31, 2019 will be referred to as Q4 2019.

Overview

Group Eleven is an emerging zinc exploration and development company, focused on resource expansion and drill target testing to discover Ireland's next major zinc deposit. The Company holds 76 licences in Ireland, comprising over 2,400 square km in four main properties which are highly prospective for Irish Type zinc-lead mineralization. Ireland ranks as one of the largest zinc producers in Europe and is host to some of the world's largest zinc deposits.

2020 Highlights

- The Company completed initial drilling on the 100% owned PG West project, intersecting 10.3 metres of 14.6% zinc, 5.0% lead (19.6% combined) and 43 g/t silver on drill hole G11-2840-04 located on the Carrickittle prospect ("Carrickittle"). The mineralization encountered is shallow, open along strike and represents not only the best mineralization ever encountered at Carrickittle, but also the best mineralization Group Eleven has drilled since inception of the Company in early 2015. The prospect lies within the Pallas Green Corridor, a 25 kilometre-long trend of mineralization defined by the Pallas Green deposit in the north and the Company's Carrickittle, Ballywire and Denison prospects to the south.
- On May 25, 2020 and June 29, 2020, the Company closed tranche 1 and tranche 2, respectively, of a $750,000 non-brokered private placement with Glencore Canada Corporation ("Glencore"), issuing 15,000,000 units ("UnitA") in total (2,200,000 UnitAs issued on May 25 and 12,800,000 UnitAs issued on June 29, 2020) at a subscription price of $0.05 per Unit. Each UnitA consists of one common share and one half non-transferrable common share purchase warrant. Each whole warrant will entitle the holder thereof to purchase one additional common share in the capital of the Company at $0.10 per share for three years from the date of issue. On July 2, 2020, the Company issued an additional 1,000,000 UnitAs for further proceeds of $50,000 to another shareholder.
- On July 30, 2020, the Company issued 25,833,333 units ("UnitB") at a subscription price of $0.06 per UnitB for total proceeds of $1,550,000. Each UnitB consists of one common share and one half non-transferrable common share purchase warrant. Each whole warrant will entitle the holder thereof to purchase an additional common share in the capital of the Company at $0.12 per share for three years from the date of issue. One subscriber, Michael Gentile, acquired 10,000,000 UnitB's, resulting in Mr. Gentile's ownership and control in the Company increasing to 10,265,333 common shares and 5,000,000 common share purchase warrants, representing 9.0% of the outstanding common shares (on a non-diluted basis), and 12.8% on a partially diluted basis following completion of the Offering. Glencore subscribed for 6,825,900 UnitB's in the Offering, increasing their shareholding to 30,225,900 common shares and 15,112,950 common share purchase warrants, maintaining their pro-rata interest of 26.4% in the Company (on a non-diluted basis), and 35.0% on a partially diluted basis.

Report on Operations

During the nine months ended September 30, 2020, the Company finalized the assay results from drilling at the Ballinalack project completed in Q4 2019, a total of 2,124 metres over 5 drill holes. The Company also completed planned drilling at PG West, including at the Carrickittle prospect, where drill hole G11-2840-04 intersected 10.3 metres of 14.6% zinc, 5.0% lead (19.6% combined) and 43 g/t silver. With the additional $1,600,000 in financing raised in July 2020, the Company also initiated follow up drilling on this prospect in Q3 as well as commenced the fully funded drilling program on the Stonepark project.

Property Summary

Stonepark Project (Limerick Region)

The Stonepark project ("Stonepark") holds six prospecting licences ("PLs") covering an area of 183.5 square kilometres and hosting three main zones of known mineralization, Stonepark North, Stonepark and Stonepark West, located west of Glencore's Pallas Green deposit. The Company holds a 76.56% interest in TILZ Minerals Ltd. ("TILZ"), the legal entity that holds the licences comprising Stonepark. The remaining 23.44% equity interest in TILZ is held by Arkle Resources PLC ("Arkle"), an Ireland-based company focused on zinc and gold exploration. The interest in TILZ is consolidated, with the acquisition value of the project reflected in exploration and evaluation assets and ongoing exploration costs reflected as expenses on the income statement. The carrying value ascribed to Arkle's 23.44% interest in TILZ is captured as non-controlling Interest in the Financial Statements.

In 2018, the Company completed a maiden Mineral Resource Estimate ("MRE") for Stonepark of 5.1 million tonnes grading 11.3% zinc and lead combined (8.7% zinc and 2.6% lead) in the Inferred Mineral Resource category. The deposit is relatively shallow (occurring at depths ranging from 190 metres to 395 metres) and consists of flat-lying, stratiform (1.0 to >7.5 metres thick) lenses of massive to semi-massive sphalerite, galena and pyrite hosted in thick (10 to >75 metres) hydrothermal alteration bodies (primarily black matrix breccia, or "BMB") within the Waulsortian limestone. A summary table of the MRE is shown below. The details and supporting information for the MRE are filed on www.sedar.com and in the NI 43-101 Independent Report on the Zinc-Lead Exploration Project at Stonepark, County Limerick, Ireland, with an effective date of April 26, 2018.

Summary Table of Maiden Mineral Resource Estimate at Stonepark Zinc Project, Ireland

Area	Resource Category	Tonnes ('000)	Grades Zn (%)	Pb (%)	Zn+Pb (%)	Metal Content (lbs) Zn ('000)	Pb ('000)	Zn+Pb ('000)
Stonepark North	Inferred	3,900	9.2	2.9	12.1	790,200	247,600	1,037,800
Stonepark West	Inferred	800	7.1	2.2	9.3	128,000	39,900	167,900
Stonepark	Inferred	400	7.0	1.0	8.0	64,000	9,100	73,100
Total		**5,100**	**8.7**	**2.6**	**11.3**	**982,200**	**296,600**	**1,278,800**

During the nine months ended September 30, 2020 the Company completed preparations for the 2020 field season, which commenced on September 10, 2020. The drill program at Stonepark will focus on completing two step-out holes, 810 metres in total, testing the extensions of the existing Stonepark MRE. The Company spent $81,435 during the nine months ended September 30, 2020 on the Stonepark project, primarily on technical supervision and data compilation ($56,499), in preparation for the 2020 field season, and storage costs ($19,022).

PG West (Limerick Region)

The PG West project comprises 35 PLs covering 1,019 square kilometres and is contiguous with the Company's Stonepark project, covering additional prospective stratigraphy in the Limerick region. The project hosts the Carrickittle area, which is the third most advanced zinc prospect in the Pallas Green region, after Glencore's Pallas Green deposit and the Company's Stonepark deposit. Historic drill results at Carrickittle have shown significant widths and grades at shallow depths, including 4.3 metres of 14.1% Zn+Pb (silver grade unknown), 2.4 metres of 26.8% Zn+Pb (silver grade unknown) and

1.1 metres of 40.8% Zn+Pb and 128 g/t silver.

On May 22, 2020, the Company commenced the drill program at PG West, further testing the Kilteely and Carrickittle prospects which had previously been drilled (drill hole G11-450-02 and P18, respectively, the latter drilled by previous licence holders). Drill hole G11-2840-04, oriented east and designed to intersect P18 perpendicularly, intersected 10.3 metres of 14.6% zinc, 5.0% lead (19.6% combined) and 43 grams per tonne silver (interpreted to be approximately true width, starting at 56.3 metres downhole). The intersection contains a high-grade zone of massive sulphides containing 6.6 metres of 21.5% zinc and 7.0% lead (28.4% combined) and 59 g/t silver, starting at 60.0 metres downhole. While drill hole P18 appears to have skimmed the top of a massive sulphide showing, the findings from drill hole G11-2840-04 imply that mineralization is open along strike to the north for at least one kilometre and to the south for several hundred metres.

An additional five holes (totalling 1,053 metres) were completed on early-stage regional targets at PG West, with drilling completed in September 2020. The results have added new and compelling evidence of prospectivity to the Company's pipeline of prospects across the Limerick Basin. Drillhole G11-2840-03 at Kilteely (located 1.1 kilometres from the Carrickittle prospect), encountered a significant amount of dissolution breccia, providing strong evidence of a major fault structure (prospective for zinc) in close proximity and likely between the hole and the previously drilled G11-450-02. At Corcamore, a thick, highly anomalous zone of mineralization was intersected by drill hole G11-2696-01, warranting further follow up in the next drill program. Two drill holes completed at Kilmallock, a project area that is relatively underexplored but showed evidence of significant volcanic/intrusive activity in the recently completed Tellus survey, appear to have identified a new sub-basin, which may have at least some genetic-links to historic high-grade mineralization in the vicinity.

On September 30, 2020, the Company commenced Phase 1 of follow-up drilling at Carrickittle (PG West), consisting of approximately six holes totaling 600 metres (out of a total program of 20 holes and 1,200 metres). Phase 1 will focus on Zone 1 of the Carrickittle prospect, testing the immediate extensions of the high-grade zone identified in earlier drilling (described above). Results are pending.

The Company incurred $344,158 in exploration expenditures during the nine months ended September 30, 2020, primarily on diamond drilling ($171,594), data compilation ($78,209), and Tellus data interpretation ($32,745).

Group Eleven was granted an additional two prospecting licences (PL's 3535 and 3536) in Co Cork during September 2020. The licenses cover the Tullacondra prospect ("Tullacondra"), located approximately fifteen kilometres south of the Company's PG West licenses. Tullacondra hosts an historic estimate totalling 3.6 million tonnes grading 0.7% copper and 28 g/t silver and a separate stratiform silver-rich zone which hosts an historic estimate of 0.6 million tonnes grading 150 g/t silver and 0.7% copper. The historic estimate at Denison was reported by Westland Exploration Ltd in 1988 and has not been verified or treated as a current mineral resource by the Company. None of the key assumptions, parameters and methods used to prepare the historic estimate were reported and no resource categories were used. Significant data compilation, re-drilling and data verification may be required by a Qualified Person before the historic estimate can be verified and upgraded to be compliant with current NI 43-101 standards and a Qualified Person has not done sufficient work to classify it as a current mineral resource.

Tullacondra is similar in style to the Company's Gortdrum copper-silver project (within the PG West property) which was mined as an open pit in the 1970s (historic estimate of 3.8 million tonnes grading 1.2% copper and 25 g/t silver) and Denison copper-silver project (5.4 million tonnes grading 0.9% copper and 41 g/t silver). Denison, Tullacondra and Gortdrum (all within ~ 50 kilometres of each other) represent the only known copper-silver prospects of their kind in Ireland. Each prospect represents relatively shallow mineralization with a close spatial association (or suspected association) with volcanics and/or intrusives. All three prospects have significant exploration upside. Gortdrum, for example, hosts a three-kilometre-long strike-extension along the mineralizing fault where historic drilling has returned up to 7.6 metres of 0.93% copper and 19 g/t silver.

Ballinalack Project

The Ballinalack project ("Ballinalack") covers 211 square kilometres and is located approximately 50 kilometres west of the currently producing Navan Zinc-Lead Mine (Boliden AB). The Company holds a 60% interest in Ballinalack Resources Limited ("BRL"), the legal entity that owns the licences comprising Ballinalack. The remaining 40% of BRL is owned by Shenzhen Zhongjin Lingnan Nonfemet Company Limited ("Nonfemet"), one of the largest zinc producers in China. The interest in BRL is consolidated, with the acquisition value of the project reflected in exploration and evaluation assets and ongoing exploration expenditures reflected on the income statement. The carrying value ascribed to the 40% interest in BRL held by Nonfemet is captured as non-controlling interest in the Financial Statements.

In 2018, the Company completed an updated independent Mineral Resource Estimate ("MRE") for Ballinalack, shown in the below table. Mineralization is near-surface, occurring at depths ranging from 10 metres to 300 metres, and dips 15° to 20° to the north. A summary table of the MRE is shown below. The details and supporting information of the MRE are filed on www.sedar.com and in the NI 43-101 Independent Report on Base Metal Exploration Project at Ballinalack, County Westmeath, Ireland, with an effective date of January 11, 2019.

Summary Table of Mineral Resource Estimate at Ballinalack Zinc Project, Ireland

Resource Category	Tonnes	Grades			Metal Content (lbs)		
	('000)	Zn (%)	Pb (%)	Zn+Pb (%)	Zn ('000)	Pb ('000)	Zn+Pb ('000)
Inferred	5,400	7.6	1.1	8.7	898,000	136,000	1,034,000

In Q4 2019, the Company completed a drill program consisting of five diamond drill holes (totalling 2,124 metres), with all assays finalized in January and February 2020. Two of these holes were drilled near the Ballinalack deposit, whereas, the remaining three holes tested regional targets in the southern half of the property, where Navan Beds are relatively shallow and there is limited historic exploration. One exploration hole, G11-1345-01, drilled in the Ballycorkey townland (approximately 5.0 kilometres along trend from the Ballinalack zinc deposit), intersected 22.30 metres of 0.48% Zn+Pb, including 7.5 metres of 0.95% Zn+Pb (with up to 2.64% Zn+Pb over 0.20 metres). The mineralization is shallow and hosted within the Navan Beds, representing the best zinc-lead intercept outside the existing resource at Ballinalack to date. Combined with data from nearby historic holes, G11-1345-01 suggests mineralization is strengthening towards the nearby crest of a regional antiform. A second hole, G11-1344-03, intersected highly-anomalous zinc-lead over nearly five metres within the Navan Beds, below the Ballinalack deposit – suggesting proximity to stronger mineralization along strike. Both holes will be followed up in future exploration.

Of the remaining holes, G11-3936-01 and G11-622-01, located 1.5 kilometres northwest and 3 kilometres west of G11-1345-01, respectively, further targeted the Navan beds close to splay structures identified in the Tellus survey. The former returned 0.50 metres of 0.37% Zn+Pb (starting at 15.50m downhole; assumed to be true width) and 9.00 metres of 0.16% Zn+Pb (starting from 21.00m) including 1.90 m of 0.31% Zn+Pb and the latter encountered sphalerite blebs at depths of 28.2 to 29.9 metres and 39.4 to 40.0 metres. These results both provide further evidence of the mineralization strengthening towards the Ballycorkey prospect.

The last hole, G11-1344-04, near the existing Ballinalack resource, did not intersect the targeted Navan beds due to a fault encountered that had displaced the lower part of the Navan beds containing the prospective "Bird's Eye Micrite". The hole did, however, interesect 0.60 metres of 0.33% nickel, 0.23% copper, 474 ppm cobalt and 0.214 grams per tonne ("g/t") 4E (platinum, palladium, rhodium and gold). These results, in conjunction with re-sampled data from a historic hole (TC-1344-039) and results from a G11-1344-03 which also intersected 1.95 metres of 0.403 g/t 4E and 0.24% copper, including 0.95 metres of 0.561 g/t 4E, 0.33% copper and 0.11% nickel, will be followed up in future exploration activity at Ballinalack.

The Company incurred $24,708 in exploration expenditures at Ballinalack during the nine months ended September 30, 2020, primarily on freight costs ($13,883) and equipment rentals ($3,572).

Silvermines

Silvermines is comprised of 25 PLs covering a total of 858 square kilometres. The Silvermines project is considered highly prospective for Irish Type zinc-lead deposits. The Cooleen prospect (e.g. 7.3 metres grading 16.0% zinc and lead in hole NX-11) has seen limited exploration activity over the past 20 years (the PLs were released from long-term moratorium in May 2015). The project is located adjacent to the historic Silvermines Zinc Mine which produced approximately 10.8 million tonnes grading 7.4% zinc and 2.7% lead between 1968 and 1982 (Boland et al, 1992). The Silvermines-Lisheen region is unique from a global perspective given that four past producing zinc mines (Galmoy, Lisheen, Tynagh and Silvermines) and three known zinc prospects (Rapla, Dearykearn and Cooleen) exist within a relatively short (30 kilometre) radius.

For the nine months ended September 30, 2020, the Company incurred $37,039 in exploration expenditures on the Silvermines project. These costs were primarily for a structural-stratigraphic study of the Silvermines project ($18,264) and personnel costs for data compilation and technical supervision ($17,047).

As part of the Company's continuous review of landholdings, Group Eleven intends to reduce the existing PL's to focus on the core Silvermines licence block of 5 PLs (133.7 kilometres) located in the lower southwestern section of the project, and a smaller number of PL's in the northern Silvermines Block. The northern PL's are viewed as greenfield exploration and early stage compared to Group Eleven's other project areas, with significant minimum expenditures (€235,000) required in 2020 in order to maintain in good standing.

Tralee

The Tralee project covers approximately 70 square kilometres and consists of two PLs. The project area was reduced significantly during the period to focus on areas of highest prospectivity. Tralee hosts high-grade drill intercepts (up to 17% zinc and lead, 0.73% Cu and 185 g/t Ag over 1.5 metres) and several lead-silver, zinc and copper showings (including medieval mine workings). Significant historical drilling (approximately 14,000 metres) has been conducted in the Tralee region, though much of this was shallow (particularly at Kerry Head where drilling was completed to approximately 20 metre depths).

For the nine months ended September 30, 2020, the Company incurred minimal costs ($4,828) associated with the Tralee project, primarily for the renewal of licences.

Exploration Property Expenditures

Exploration and evaluation expenditures incurred by the Company, excluding acquisition costs, have been expensed in the consolidated statements of loss and comprehensive loss, the details of which are as follows:

	Nine months ended September 30, 2020	From Acquisition to December 31, 2018
Stonepark Project	$ 81,435	$ 797,063
PG West Project	344,158	972,963
Ballinalack Project	24,708	1,033,346
Silvermines Project	37,039	569,797
Tralee Project	4,828	353,468
Other Projects	–	19,788
Total Cumulative Expenditures	**$ 492,168**	**$ 2,594,548**

Results from Operations

The following is a summary of results from the Company's consolidated financial statements:

Nine months ended September 30	2020	2019	2018
Loss and Comprehensive loss	**$ (1,207,165)**	$ (2,260,027)	$ (2,507,048)
Basic and diluted loss per share	**(0.01)**	(0.04)	(0.04)

As at	September 30, 2020	December 31, 2019	December 31, 2018
Cash	$ 2,161,698	$ 862,018	$ 1,936,921
Total Assets	11,141,216	9,910,197	11,030,358
Share capital	16,620,376	14,307,404	13,027,584
Deficit	(9,986,483)	(8,843,534)	(6,561,119)

For the nine months ended September 30, 2020, the loss and comprehensive loss was $1,052,862 lower than the nine months ended September 30, 2019 primarily as a result of the following:

- During 2019, the Company completed a significant drilling program at Stonepark and commenced drilling in Ballinalack, whereas in 2020 there was minimal active exploration until the drilling at PG West commenced in late May and Stonepark in September, resulting in a $447,914 reduction in exploration expenses.
- Over the last nine months preceding September 30, 2020, the Company has taken active steps to reduce administrative and personnel costs, resulting in reductions of $146,365 and $274,073, respectively, compared with the same period in 2019.
- Marketing and investor relations activities were significantly reduced in 2020, with a $125,636 reduction in costs compared with 2019.

The lower costs are a result of the Company's ongoing focus on cost reductions, while continuing to pursue strategic investments and focusing resources on advancing exploration at the Company's Limerick properties (Stonepark and PG West).

Cash increased $1,299,680 from 2019 due to the $1,550,000 received in the July private placement as well as the $750,000 received from the Glencore private placement in May and June. The Company also received contributions from the Stonepark joint venture partner, Arkle, for their portion of the 2020 exploration budget ($117,204). These were offset by the loss from operations ($1,207,165).

The following selected financial information is a summary of the eight most recently completed quarters up to September 30, 2020.

	Sept 30, 2020	June 30, 2020	Mar 31, 2020	Dec 31, 2019	Sept 30, 2019	June 30, 2019	Mar 31, 2019	Dec 31, 2018
Comprehensive Loss	$527,709	$340,438	$339,018	$867,865	$664,593	$794,188	$801,246	$1,171,069
Basic and Diluted Loss per Share	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0.02

The Company's expenses and cash requirements will fluctuate from period to period depending on the level of activity and, therefore, lack some degree of comparability. The Company's quarterly results may be affected by many factors such as timing of exploration activity, share-based payment costs, marketing activities and other factors that affect Company's exploration and financing activities. Furthermore, the Company's expenses may also be affected by the strength of capital markets as the Company's primary source of funding is through the issuance of share capital and exploration activity is dependent on the availability of financing.

Liquidity and Capital Resources

The Company had cash of $2,161,698 on September 30, 2020 compared to $862,018 on December 31, 2019. In order to prioritize funds for exploration on key properties and maintain current licence holdings, the Company has focused on reducing administrative and personnel costs over the last nine months. On May 25, 2020 and June 29, 2020, the Company received proceeds of $110,000 and $640,000 from Glencore for the non-brokered private placement of 15,000,000 UnitAs in two separate tranches. The Company raised an additional $50,000 early in July from an additional placement of UnitAs and a further $1,550,000 on July 30, 2020 from the issuance of 25,833,333 UnitBs.

The Company has forecast its cash requirements for the next year and, based on proceeds from recent financing activities and the current exploration plans at Stonepark and PG West, believes it has sufficient cash resources and liquidity to support ongoing sustaining and exploration costs for the Company. The Company will continue to forecast expenditure requirements based on minimum spending requirements required to maintain licence holdings, additional exploration for the advancement of existing projects, and overhead expenses required to support these activities in order to ensure sufficient funds are available or raise additional funds if required. While the Company has been successful in raising funds in the past, there can be no assurance that the Company will be able to do so in the future. Factors that affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets, and investor perceptions and expectations of the global markets and mining and zinc sector in particular. If the Company is unable to raise sufficient capital to meet the property expenditure requirements and cover ongoing costs, the Company will look to defer or delay planned exploration expenditures, which may result in the loss of currently held mineral properties.

The Company has been actively reviewing its non-core PLs and is in the process of reducing existing ground holdings, primarily at Silvermines, to better reflect the current focus of exploration and to reduce maintenance costs. For the remainder of 2020, the Company is required to make an additional €170,000 in exploration expenditures to meet spending requirements at Stonepark to maintain existing licence holdings. Both the Company and Arkle have contributed the necessary funding to TILZ to support this exploration program.

Financial Instruments

The Company's activities potentially expose it to a variety of financial risks, including liquidity risk, interest rate risk, foreign exchange currency risk, and commodity price risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. As of September 30, 2020, the Company had working capital of $1,291,389 compared with working capital of $63,694 as of December 31, 2019.

Within current liabilities, $564,423 pertains to the joint venture partner contributions from Arkle and Nonfemet, for the purposes of exploration at TILZ and Ballinalack, respectively. On July 12, 2019, Nonfemet contributed €298,600 ($457,007) to fund future exploration at Ballinalack. As of September 30, 2020, the Company had contributed €180,847 ($282,682) for the same exploration. The Company is required to fund the remaining $495,221 to BRL to maintain the current 60% interest or, alternatively, reduce the Company's current interest in BRL or return the excess contribution amount to Nonfemet. Until such time as the contributions are converted to equity in BRL, the contribution from Nonfemet will be recorded as a current liability. On April 30, 2020, both the Company and Arkle contributed the required contributions for the 2020 exploration budget ($262,262 and $95,465, respectively) to fund future exploration at Stonepark. Until such time as the contributions are converted to equity in TILZ, the contribution from Arkle will be recorded as a current liability.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest bearing account and the Company does not hold any interest bearing liabilities.

Foreign Exchange Risk

The Company's functional currency is the Canadian dollar. There is a foreign exchange risk to the Company as its exploration and evaluation property interests and resulting future commitments are located in Ireland. The Euro translation rate has experienced volatility over the last several years as a result of monetary policies adopted by the European Central Bank. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company has a policy of not engaging in hedging activities to address this foreign currency risk. At September 30, 2020, the Company had Euro denominated current assets of €1,203,605 and Euro denominated current liabilities of €533,831. Accordingly, a 10% change in the foreign exchange rate would result in a $104,691 credit or charge to operations.

Commodity Price Risk

While the value of the Company's exploration and evaluation assets is related to the price of zinc and other minerals, the Company currently does not have any operating mines and hence does not have any hedging or other commodity-based risks with respect to its operational activities. Zinc and other mineral prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, the perception of market participants about the price and future price prospects for zinc, changes in manufacturing and construction activity as well as other industrial demands, levels of worldwide production, and forward sales by producers and speculators.

Subsequent Events

On October 2, 2020 the Company granted incentive stock options to directors, officers and employees of the Company to purchase up to 1,535,000 common shares in the capital stock of the Company. These options vest over a period of two years from the date of grant, at an exercise price of $0.09 per share. All options granted are subject to regulatory approval. The Company has also granted 666,666 deferred share units to three independent directors as an annual award for services provided, in accordance with the provisions of the Company's deferred share unit plan.

Contractual Obligations

The Company does not have any contractual obligations as at September 30, 2020.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements and no short or long-term debt obligations.

Related Party Transactions

The key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Their remuneration for the nine months ended September 30, 2020, includes the following:

		September 30,	
	Position	**2020**	**2019**
Salaries and benefits paid or accrued to:			
Bart Jaworski (Note 1)	CEO, Director	$ 129,887	$ 146,121
David Furlong (Note 2)	COO	101,237	110,232
Shaun Heinrichs (Note 3)	CFO	81,400	92,400
Spiros Cacos (Note 4)	VP Investor Relations	30,000	108,750
Management fees paid or accrued to:			
John Barry (Note 6)	VP Exploration Strategy	–	90,333
Professional fees paid or accrued to:			
Sheryl Dhillon (Note 7)	Corporate Secretary	13,187	14,750
Share-based payments paid to:			
Bart Jaworski	CEO, Director	16,400	16,400
David Furlong	COO	11,525	10,250
John Barry	VP Exploration	–	5,125
Shaun Heinrichs	CFO	11,525	10,250
Spiros Cacos	VP Investor Relations	5,633	–
Sheryl Dhillon	Corporate Secretary	1,793	–

Note 1: Compensation paid to Bart Jaworski has been reported as salaries and benefits.
Note 2: Compensation paid to David Furlong has been reported as salaries and benefits (2020 - $25,714; 2019 – $85,378) or exploration expense (2020 - $20,527; 2019 - $24,854).
Note 3: Compensation paid to Shaun Heinrichs has been reported as salaries and benefits.
Note 4: Compensation paid to Spiros Cacos has been reported as salaries and benefits. Spiros Cacos ceased being an insider of the Company on March 31, 2020.
Note 6: Compensation paid to John Barry has been reported as management fees. John Barry ceased being an insider of the Company on November 18, 2019.
Note 7: The professional fees paid to Sheryl Dhillon has been reported as professional fees.

Outlook

Group Eleven's regional synthesis ('Big Think' initiative) was conducted over the last few years and is now substantially complete. As a result, the Stonepark (76.56% interest) and PG West (100%) projects, in the Limerick basin, have emerged as the clear 'flagship' and value-driver assets for the Company. This Limerick ground position, plus smaller core prospects at the Ballinalack, Silvermines and Tralee projects, will be kept in good standing. However, all non-core licences (the majority of the Company's ground position) has or will be surrendered in order to maximize focus on the Limerick basin.

The Company is continuing to manage the risks associated with the COVID-19 pandemic, including working from home whenever possible, minimizing physical interactions and using PPE (personal protective equipment). The Company has been able to continue fieldwork, including drilling at the PG West and Stonepark projects, despite the second six-week lockdown ordered by the Irish government on October 21, 2020. Due to the nature of the work, the Company expects to complete the 2020 exploration program at Stonepark and PG West before year-end, however future restrictions may require this work to be suspended or delayed and the Company continues to monitor the situation. Based on communication from the Exploration and Mining Division ("EMD"), the Company intends to continue providing the necessary work reports and will note therein any COVID-19 related issues. These issues will be taken into account by the EMD in considering the Company's compliance with any spending requirements.

The fully funded exploration program for 2020, including drilling, is focused on the Limerick area, (PG West and Stonepark). Recent results from drilling at Carrickittle are being followed up with further drilling in Q4 2020 and drilling at Stonepark commenced on September 10, 2020. In order to expand and accelerate exploration, the Company has raised funds with the support of its strategic partner, Glencore, and has also raised funds from new investors in recent financing activities. As well, the Company is continuing discussions with third parties in relation to additional potential investments.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities; the disclosure of contingent assets and liabilities; as well as the reported expenses during the reporting period. Such estimates and assumptions affect the determination of the carrying value and the recoverability of exploration and evaluation assets and the inputs used in calculating the fair value of share-based payment expense. Management re-evaluates its estimates and assumptions on an ongoing basis; however, due to the nature of estimates, actual amounts could differ from its estimates. The most critical accounting estimates upon which the Company depends are those requiring estimates of reserves and resources, future recoverability of assets, and assumptions around future commodity prices.

Share-based Payments

The Company provides compensation benefits to its employees, directors, officers and consultants through a share-based compensation plan. All share-based awards are measured and recognized based on the grant date fair value. Fair value is determined using the Black Scholes option pricing model. The Company uses the share trading history to determine the volatility. The Company utilizes historical data to estimate the expected option term for input into the valuation model. The risk-free rate for the expected term of the applicable option is based on the risk-free lending rate for the Bank of Canada.

Significant and Recently Adopted Accounting Policies

The Company's significant account policies are described in Note 2 of the audited annual consolidated financial statements for year ended December 31, 2019.

Disclosure Controls and Procedures

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitation on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in National Instrument 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Outstanding Share Data

As at November 27, 2020, there were 114,392,837 common shares outstanding and warrants outstanding to purchase an aggregate of 27,569,177 common shares. Directors, consultants and employees of the Company hold 4,750,000 stock options.

Risks and Uncertainties

In conducting its business, the Company faces a number of risks and uncertainties, many of which are beyond its ability to control or predict. Because of these risks and uncertainties, actual results may differ materially from those expressed or implied by forward-looking statements, and investors are cautioned not to place undue reliance on such statements, which speak only as of the date hereof. Investors are urged to review the discussion of risk factors associated with the Company's business as set out in the Company's annual Management Discussion and Analysis for the year ended December 31, 2019 as well as in the Company's audited consolidated financial statements (under the headings "Nature and Continuance of Operations" and "Significant Accounting Policies" and elsewhere within that document) for the year ended December 31, 2019, as filed on the SEDAR website at www.sedar.com.

Forward Looking Information

This MD&A provides management's analysis of Group Eleven's historical financial and operating results and provides estimates of Group Eleven's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance. Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking information. By their nature, forward-looking information is subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, undue reliance should not be placed on forward-looking information. Group Eleven's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur or, if any of them do so, what benefits Group Eleven will derive there from. Group Eleven disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise except as required by applicable law.